

1/17/06 12:42:46
BK 2,394 PG 370
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Diligenz, Inc. 1-800-858-5294	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) 16996310 Prepared By: Diligenz, Inc. 6500 Harbour Heights Pkwy, Suite 400 Mukilteo, WA 98275	
Filed In: Mississippi DeSoto	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Proliance International, Inc.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 100 Gando Drive			CITY New Haven	STATE CT	POSTAL CODE 06513	COUNTRY USA
1d. TAX ID #	SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corp.	1f. JURISDICTION OF ORGANIZATION DE	1g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
2d. TAX ID #	SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME General Electric Capital Corporation						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 44 Old Ridgebury Road			CITY Danbury	STATE CT	POSTAL CODE 06810	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Various Racking more fully described on UCC Exhibit A attached hereto and made a part hereof

This is a fixture filing

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA 4161756-002						16996310

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME		
Proliance International, Inc.		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
11d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate.
330 State Line Road, Southhaven, Mississippi,
38671
Book 483, Page 1
More fully described on Exhibit A

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

Carmel River LLC
c/o Panattoni Development Company, LLC
Sacramento, CA USA 95826

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

- ☐ Debtor is a TRANSMITTING UTILITY
☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years
☐ Filed in connection with a Public-Finance Transaction — effective 30 years

SCHEDULE A
TO UCC FINANCING STATEMENT
Naming General Electric Capital Corporation as Secured Party
and Proliance International, Inc. as Customer

Any and all of Transpro's now owned and/or existing, or hereafter owned acquired or arising rights, title and interest in, to and under all racking equipment (including, but not limited to the equipment more specifically listed below) located at 330 State Line Road, Southaven, Mississippi (such real property more accurately described in Annex I attached hereto), and any and all attachments, accessories, accessions, additions, substitutions, replacements and exchanges and all proceeds of any of them, (including, without limitation, any proceeds of insurance) of any of the foregoing:

<u>Quantity</u>	<u>Year</u>	<u>Manufacturer</u>	<u>Serial Number</u>	<u>Model and Type of Equipment</u>
1		American Material Handling Co., Inc.		4248 Pallet Poitions in Phase 1, 2, 3, 4, 5th Level and 2008 Pallet Positions for Reach Rack in Phase 2 and Phase 4, 5th Level

and including all additions, attachments, accessories and accessions thereto, and any and all substitutions, replacements or exchanges therefor, and all insurance and/or other proceeds thereof by and between Lessee/Debtor and Lessor/Secured Party whether now owned or hereafter acquired.

EXHIBIT "A"

BK 2,394 PG 373

LEGAL DESCRIPTION

Land situated in DeSoto County, Mississippi:

Being a survey of the Meritex Enterprises, Inc. property as recorded in Deed Book 401, Page 676 and part of the property recorded in Deed Book 402, Page 708 (Parcel 1), and Parcels 1 and 2 of the Space Center Enterprises, Inc. property as recorded in Deed Book 350, Page 416, all of record in the DeSoto County Chancery Court Clerk's Office lying in the southwest corner of Section 18, Township 1 South, Range 7 West, Southaven, DeSoto County, Mississippi and being more particularly described as follows:

** of Southwest Quarter (SW 1/4)*

Commencing at the southwest corner of said Section 18; thence S87°29'29"E along the south line of said Section 18 a distance of 103.52 feet to a point; thence N02°30'31"E a distance of 40.08 feet to a found pipe on the north line of Stateline Road (right-of-way varies), said point being the point of beginning; thence N38°01'54"W a distance of 70.96 feet to a found pipe in the east line of Airways Boulevard (55.70 feet east of the physical centerline of said Airways Boulevard); thence N0°46'53"E along the east line of said Airways Boulevard a distance of 885.97 feet to a found pipe at the southwest corner of the Mercer property as recorded in Deed Book 39, Page 368 at said Chancery Court Clerks Office; thence S88°20'42"E along the south line of the said Mercer property a distance of 464.94 feet to a found pipe at the southeast corner of the said Mercer property; thence N2°14'47"E along the east line of the said Mercer property a distance of 170.13 feet to a point on the south line of the Memphis and Shelby County Airport Authority property as recorded in Instrument AG-8125, at the Shelby County Register's Office, said point also lies on the state line between the state of Tennessee and the state of Mississippi; thence S87°28'25"E along the south line of the said Airport Authority property and along said state line of distance of 794.03 feet to found pipe at the southwest corner of Parcel 1 of the James W. George property as recorded in Instrument V3-9542 at said Shelby County Register's Office; thence S87°22'07"E along the south line of Parcel 1 of the said George property and along the said state line a distance of 2673.60 feet to a point, the point being the northwest corner of the Kaco's Kids, LLC property as recorded in Deed Book 326, Page 638 at said Chancery Court Clerk's in DeSoto County, Mississippi; thence leaving said state line S2°13'20"W along the west line of the said Kaco's Kids, LLC property a distance of 1150.68 feet to a found P.K. nail on the south line of said Section 18; thence N87°29'29"W along the south line of said Section 18 a distance of 3433.20 feet to a point; thence N2°26'14"E a distance of 40.81 feet to a found pipe on the north line of said Stateline Road; thence N87°35'16"W along the north line of said Stateline Road a distance of 431.40 feet to the point of beginning and containing 4,426,970 square feet or 101.629 acres of land in the State of Mississippi.

LESS AND EXCEPT any portion of the above described property which lies within the right-of-way of any public road.